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OF COUNSEL  
URBAN A. LESTER

October 23, 2007

RECORDATION NO. 27210-A **FLD**

**OCT 23 '07 -11 00 AM**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Assignment Agreement (Collateral Schedule No. BOW-001), dated as of October 22, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Collateral Schedule No. BOW-001 being filed with the Board under Recordation Number 27210.

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Capital Corporation  
120 Long Ridge Road  
Stamford, CT 06927

Assignee: Bank of the West  
201 North Civic Drive, Suite 360B  
Walnut Creek, CA 94596

Mr. Vernon A. Williams  
October 23, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

40 tank cars: RRBX 20001 – RRBX 20040.

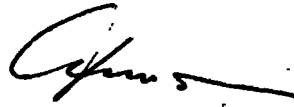
A short summary of the document to appear in the index is:

Memorandum of Master Assignment Agreement (Collateral Schedule No. BOW-001).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

OCT 23 '07

-11 0 0 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MASTER ASSIGNMENT AGREEMENT  
(COLLATERAL SCHEDULE NO. BOW-001)**

This Memorandum of Master Assignment Agreement (Collateral Schedule No. BOW-001) is dated as of October 22, 2007 (the "Memorandum") between General Electric Capital Corporation ("Assignor") and Bank of the West ("Assignee").

A. Assignor has entered into a Master Security Agreement dated as of April 18, 2002 (the "Master Security Agreement") between Assignor and GMCO Corporation ("Debtor"), and pursuant to the Master Security Agreement, and a Collateral Schedule No. BOW-001 dated as of the date hereof (the "Collateral Schedule") between Assignor and Debtor, pursuant to which Debtor granted Assignor a security interest in the railcars identified in Exhibit 1 hereto.

B. Pursuant to that certain Specification of Assigned Interest dated as of the date hereof (the "Specification"), executed pursuant to that certain Master Assignment Agreement dated as of January 28, 2004 between Assignee and Assignor, Assignee is assigning all of its right, title, interest, powers and privileges under the Collateral Schedule, and Assignee is assuming all such right, title, interest, powers and privileges of Assignor, under the Collateral Schedule.

NOW, THEREFORE, Assignor and Assignee have entered this Memorandum to evidence for the record, as follows:

1. The Assignor assigns, transfers and sets over to Assignee all of Assignor's right, title, interest, powers and privileges under the Collateral Schedule.
2. The Assignee accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor under the Collateral Schedule.
3. This Memorandum may be executed in several counterparts, each of which when so executed shall be deemed an original, but all of which when taken together shall constitute one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

GENERAL ELECTRIC CAPITAL CORPORATION  
as Assignor

By: [Signature]  
Name: Steven R. DeCarlo  
Title: Trans + Sys. Mgr.

BANK OF THE WEST  
as Assignee

By: [Signature]  
Name: ROBERT RUSSELL  
Title: VICE PRESIDENT

State of Maryland  
County of Baltimore ss.

On this 17<sup>th</sup> day of October, 2007, before me, the undersigned Notary Public, personally appeared Steven R. DeCarlo personally known to me to be the person who executed the within instrument as Trans + Sys. Mgr. on behalf of GENERAL ELECTRIC CAPITAL CORPORATION, and acknowledged to me that he executed it on behalf of said corporation.

[Signature]  
Notary Public for \_\_\_\_\_  
My Commission expires 8-1-10

State of California  
County of Contra Costa ss.

On this 19 day of Oct., 2007, before me, the undersigned Notary Public, personally appeared ROBERT RUSSELL personally known to me to be the person who executed the within instrument as VICE PRES. on behalf of BANK OF THE WEST, and acknowledged to me that s/he executed it on behalf of said corporation.



1935989.v1

[Signature]  
Notary Public for \_\_\_\_\_  
My Commission expires Nov. 30, 2007

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF MASTER ASSIGNMENT AGREEMENT**  
**(COLLATERAL SCHEDULE NO. BOW-001)**

**RAILCAR DESCRIPTION**

| Quantity | Year of<br>Manufacture | Model  | Road Numbers  |
|----------|------------------------|--|---|
| 40       | 2007                   | TrinityRail DOT111A100W1<br>Railroad Tankcar | RRBX20001, RRBX 20002,<br>RRBX 20003, RRBX20004,<br>RRBX 20005, RRBX 20006,<br>RRBX20007, RRBX 20008,<br>RRBX 20009, RRBX 20010,<br>RRBX 20011, RRBX20012<br>RRBX 20013, RRBX 20014,<br>RRBX 20015, RRBX 20016<br>RRBX 20017, RRBX 20018,<br>RRBX 20019, RRBX20020,<br>RRBX20021, RRBX 20022,<br>RRBX 20023, RRBX20024,<br>RRBX 20025, RRBX 20026,<br>RRBX20027, RRBX 20028,<br>RRBX 20029, RRBX 20030,<br>RRBX 20031, RRBX20032<br>RRBX 20033, RRBX 20034,<br>RRBX 20035, RRBX 20036<br>RRBX 20037, RRBX 20038,<br>RRBX 20039, RRBX20040 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/23/07



\_\_\_\_\_  
Robert W. Alvord